

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: MAR 30 2009

ADVANCING WISCONSIN INC
PO BOX 1465
MADISON, WI 53701-1465

Employer Identification Number:
80-0185628
DLN:
17053198339038
Contact Person:
GERALD HOLLAND ID# 95031
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Form 990 Required:
Yes
Effective Date of Exemption:
May 15, 2008
Contribution Deductibility:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Information for Organizations Exempt Under Sections Other Than 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,



Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Information for Organizations Exempt Under Sections Other
Than 501(c)(3)

Letter 948 (DO/CG)

ADVANCING WISCONSIN INC

INFORMATION FOR ORGANIZATIONS EXEMPT UNDER SECTIONS
OTHER THAN 501(C)(3)

WHERE TO GET FORMS AND HELP

You can obtain forms and instructions by calling toll free 1-800-829-3676, through the IRS Web site at www.irs.gov, and at local tax assistance centers.

You can obtain additional information about most topics discussed below through our customer service function by calling toll free 1-877-829-5500, or on our Web Site at www.irs.gov/eo. In addition, you should sign up for Exempt Organization's EO Update, a regular e-mail newsletter that highlights new information posted on the charities pages of irs.gov. To subscribe, go to www.irs.gov/eo and click on "EO Newsletter."

REPORTING CHANGES TO THE IRS

You must report changes in your name, address, purposes, operations or sources of financial support on your annual information return. You may also report these changes to the TE/GE Exempt Organizations Determinations Office at the following address: Internal Revenue Service, P.O. Box 2508, Cincinnati, OH 45201. However, such reporting does not relieve you of the obligation to report the changes on your annual return.

TIP: Attach copies of any state certified articles of incorporation, or if an association signed constitution, bylaws, or other organizational document showing the changes. Trusts should provide trust instruments. If state certified copies or signed governing documents are not available, an authorized officer may certify that the governing document provided is a complete and accurate copy of the original document.

Please use your employer identification number on all returns and in all correspondence with the Internal Revenue Service.

FILING REQUIREMENTS

In your exemption letter, we indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If your exemption letter states that you are not required to file Form 990, you are exempt from these requirements. Otherwise, if your gross receipts are normally more than \$25,000, you must file Form 990 or Form 990-EZ with the Ogden Submission Processing Center, Ogden, UT, 84201-0027.

You are eligible to file Form 990-EZ if your gross receipts are normally between \$25,000 and \$100,000, and your total assets are less than \$250,000. You must file the complete Form 990 if your gross receipts are over \$100,000, or your total assets are over \$250,000. The Form 990 instructions show how to compute your "normal" receipts.

ADVANCING WISCONSIN INC

Organizations With Gross Receipts of \$25,000 or Less

For tax periods beginning after December 31, 2006, you must file an annual electronic Form 990-N ("e-Postcard") if your gross receipts are normally \$25,000 or less. Alternatively, you may file a complete Form 990 Package if we send one to you. For information on filing the new electronic Form 990-N ("e-Postcard"), visit our Web site at www.irs.gov/eo.

Due Date of Return or Annual Electronic Notice

Your return or annual electronic notice is due by the 15th day of the fifth month after the end of your annual accounting period. There are penalties for failing to file a complete return timely. For additional information on penalties, see the Form 990 instructions or call our toll free number.

Revocation of Tax-Exempt Status

For tax periods beginning after December 31, 2006, your tax-exempt status will be revoked as of the filing due date for the third year if you fail to file for three consecutive years Form 990, Form 990-EZ, or the electronic Form 990-N.

If your tax-exempt status is revoked because you failed to file, you must reapply for exemption and pay the appropriate user fee.

UNRELATED BUSINESS INCOME TAX RETURN

If you receive more than \$1,000 annually in gross receipts from a regular trade or business, you may be subject to Unrelated Business Income Tax and required to file Form 990-T, Exempt Organization Business Income Tax Return. Special rules for organizations exempt under sections 501(c)(7), (9), (17) and (19) are described in Publication 598, Tax on Unrelated Business Income of Exempt Organizations.

There are several exceptions to the tax on unrelated business income:

1. Income you receive from the performance of your exempt activity,
2. Income from fundraisers conducted by volunteer workers, or where donated merchandise is sold, and
3. Income from routine investments such as certificates of deposits, savings accounts, or stock dividends.

There are special rules for income derived from real estate or other investments purchased with borrowed funds. This income is called "debt financed" income. For additional information regarding unrelated business income tax, see Publication 598, Tax on Unrelated Business Income of Exempt Organizations, or call our toll free number shown above.

PUBLIC INSPECTION OF APPLICATION AND INFORMATION RETURN

ADVANCING WISCONSIN INC

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return, or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. You must also provide copies of these documents to any individual, upon written or in person request, without charge other than reasonable fees for copying and postage.

You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or call our toll free number shown above.

EXCESS BENEFIT TRANSACTIONS
(Applies to 501(c)(4) organizations)

Excess benefit transactions are governed by section 4958 of the Code. Excess benefit transactions involve situations where a section 501(c)(4) organization provides an unreasonable benefit to a person who is in a position to exercise substantial influence over the organization's affairs. If you believe there may be an excess benefit transaction in which you are involved, you should report the transaction on Form 990 or Form 990-EZ. For information on how to correct and report this transaction, see the instructions for Form 990 and Form 990-EZ, or call our toll free number shown above.

EMPLOYMENT TAXES

If you have employees, you are subject to income tax withholding and the social security taxes imposed under the Federal Insurance Contribution Act (FICA). You are required to withhold Federal income tax from your employee's wages and you are required to pay FICA on each employee who is paid more than \$100 in wages during a calendar year. To know how much income tax to withhold, you should have a Form W-4, Employee's Withholding Allowance Certificate, on file for each employee.

You are also liable for tax under the Federal Unemployment Tax (FUTA) for each employee you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter.

Employment taxes are reported on Form 941, Employer's Quarterly Federal Tax Return. The requirements for withholding, depositing, reporting and paying employment taxes are explained in Circular E, Employer's Tax Guide, (Publication 15), and Employer's Supplemental Tax Guide, (Publication 15-A). These publications explain your tax responsibilities as an employer.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

MAR 30 2009

Date:

ADVANCING WISCONSIN INC
C/O GODFREY & KAHN SC
MIKE WITTENWYLER
PO BOX 2719 ONE E MAIN ST STE 500
MADISON, WI 53701-2719

Employer Identification Number:

80-0185628

DLN:

17053198339038

Contact Person:

GERALD HOLLAND

ID# 95031

Contact Telephone Number:

(877) 829-5500

Accounting Period Ending:

December 31

Form 990 Required:

Yes

Effective Date of Exemption:

May 15, 2008

Contribution Deductibility:

No

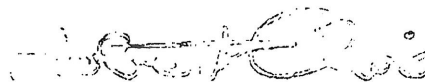
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Please see enclosed Information for Organizations Exempt Under Sections Other Than 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

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Letter 948 (DO/CG)

ADVANCING WISCONSIN INC

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Power of Attorney and Declaration of Representative

OMB No. 1545-0150

For IRS Use Only

Received by:

Name _____

Telephone _____

Function _____

Date _____

► Type or print. ► See the separate instructions.

Part I Power of Attorney

Caution: Form 2848 will not be honored for any purpose other than representation before the IRS.

1 Taxpayer Information. Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address
Advancing Wisconsin, Inc.
P. O. Box 1465
Madison, WI 53701-1465

Social security number(s)

Employer identification
number

80-0185628

Daytime telephone number
414-771-0700

Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address
Mike Wittenwyler, Godfrey & Kahn, S.C.
One E. Main Street, Ste. 500, P. O. Box 2719
Madison, WI 53701-2719

CAF No. 0303-4375R

Telephone No. 608-284-2616

Fax No. 608-257-0609

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address
Mary Beth Collins, Godfrey & Kahn, S.C.
One E. Main Street, Ste. 500, P. O. Box 2719
Madison, WI 53701-2719

CAF No. [Requested]

Telephone No. 608-284-2217

Fax No. 608-257-0609

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. _____

Telephone No. _____

Fax No. _____

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)
Income	990	2008-2010
Application for Tax-Exempt Status	1024	2008-2010

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. Specific uses not recorded on CAF. ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative, the power to sign certain returns, or the power to execute for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 2 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Circular 230. See the line 5 instructions for restrictions on tax matters partners.


List any specific additions or deletions to the acts otherwise authorized in this power of attorney: _____

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, BUT NOT TO ENDORSE OR CASH, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ►

- 7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.
- a If you also want the second representative listed to receive a copy of notices and communications, check this box ☐
- b If you do not want any notices or communications sent to your representative(s), check this box ☐
- 8 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ☐ **YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**
- 9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

► IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.

		<u>7/10/08</u>	President
Signature		Date	Title (if applicable)
Sara Rogers	<input type="text"/>	Advancing Wisconsin, Inc.	
Print Name	PIN Number	Print name of taxpayer from line 1 if other than individual	
Signature		Date	Title (if applicable)
Print Name	<input type="text"/>	PIN Number	

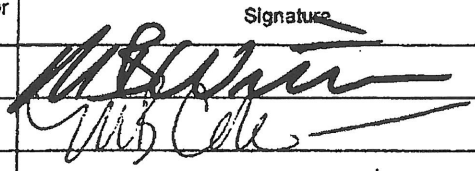
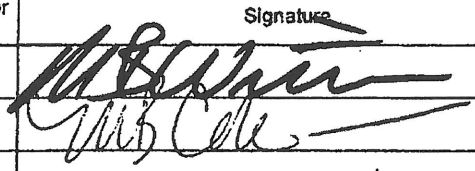
Part II Declaration of Representative

Caution: Students with a special order to represent taxpayers in Qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program, see the instructions for Part II.

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney — a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant — duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent — enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d Officer — a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee — a full-time employee of the taxpayer.
 - f Family Member — a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g Enrolled Actuary — enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d) of Treasury Department Circular No. 230).
 - h Unenrolled Return Preparer — the authority to practice before the Internal Revenue Service is limited by Treasury Department Circular No. 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See Unenrolled Return Preparer on page 2 of the instructions.

► IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. See the Part II instructions.

Designation — Insert above letter (a–h)	Jurisdiction (state) or Identification	Signature	Date
a	1025895		7/10/08
a	1058956		7/10/08

17053198339038

Form **1024**
(Rev. September 1998)
Department of the Treasury
Internal Revenue Service

Application for Recognition of Exemption Under Section 501(a)

OMB No. 1545-0067

If exempt status is approved,
this application will be open
for public inspection.

Read the instructions for each Part carefully. **A User Fee must be attached to this application.**
If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

Complete the Procedural Checklist on page 6 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)
Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a ☐ Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- b ☒ Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- c ☐ Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d ☐ Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e ☐ Section 501(c)(7)—Social clubs (Schedule D, page 11)
- f ☐ Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
- g ☐ Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- h ☐ Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i ☐ Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j ☐ Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k ☐ Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l ☐ Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m ☐ Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n ☐ Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document)		2 Employer identification number (EIN) (if none, see Specific Instructions on page 2)	
Advancing Wisconsin, Inc.		80-0185628	
1b c/o Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed	
1c Address (number and street)		Room/Suite	
P. O. Box 1465			
1d City, town or post office, state, and ZIP + 4 If you have a foreign address, see Specific Instructions for Part I, page 2.		Sara Rogers, President	
Madison, WI 53701-1465		414-771-0700	
1e Web site address	4 Month the annual accounting period ends	5 Date incorporated or formed	
www.advancingwisconsin.org	12	05/15/2008	
6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.			
7 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.			

8 Check the box for the type of organization. A **POSTMARK RECEIVED** stamp is visible. **ORIGINAL COPY OF THE ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.**

- a ☒ Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
- b ☐ Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c ☐ Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE
SIGN
HERE

Sara J. Rogers
(Signature)

Sara Rogers, President

(Type or print name and title or authority of signer)

July 10, 2008

(Date)

For Paperwork Reduction Act Notice, see page 5 of the instructions.

15A

17152008198001

Part II. Activities and Operational Information (Must be completed by all applicants)

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

See Attachment 1.

- 2 List the organization's present and future sources of financial support, beginning with the largest source first.
The Corporation will raise funds from individuals who support the Corporation's purpose.

Part II. Activities and Operational Information (continued)**3** Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
Sara Rogers, Director/President 4243 S. Austin Street Milwaukee, WI 53207	\$0
Robert Burke, Vice President 5601 Rustic Woods Drive Madison, WI 53716	\$0
Robert Gibson, Secretary/Treasurer 3078 S. Wentworth Avenue Milwaukee, WI 53207	

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.

N/A

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

N/A

6 If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.

N/A

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.

N/A

8 Explain how your organization's assets will be distributed on dissolution.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner and to such organizations that are organized and operated exclusively for exempt purposes under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or corresponding portion of any subsequent federal laws.

Part II. Activities and Operational Information (continued)

- 9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? ☐ Yes ☒ No

If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

- 10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? ☐ Yes ☒ No

If "Yes," state in detail the amount received and the character of the services performed or to be performed.

- 11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? ☐ Yes ☒ No

If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.

- 12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? ☐ Yes ☒ No

If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

- 13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? ☐ Yes ☒ No

If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

- 14 Does the organization now lease or does it plan to lease any property? ☒ Yes ☐ No

If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)

The Corporation will lease office space, but does not yet have a lease agreement.

- 15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? ☒ Yes ☐ No

If "Yes," explain in detail and list the amounts spent or to be spent in each case.

See Attachment 1.

- 16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? ☐ Yes ☒ No

If "Yes," attach a recent copy of each.

Part III. Financial Data (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years			(e) Total
	From _____ To _____	(b) _____	(c) _____	(d) _____	
1 Gross dues and assessments of members	See Attachment 1				0.00
2 Gross contributions, gifts, etc.					0.00
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)					0.00
4 Gross amounts from unrelated business activities (attach schedule)					0.00
5 Gain from sale of assets, excluding inventory items (attach schedule)					0.00
6 Investment income (see page 3 of the instructions)					0.00
7 Other revenue (attach schedule)					0.00
8 Total revenue (add lines 1 through 7)	0.00				0.00
Expenses					
9 Expenses attributable to activities related to the organization's exempt purposes					0.00
10 Expenses attributable to unrelated business activities					0.00
11 Contributions, gifts, grants, and similar amounts paid (attach schedule)					0.00
12 Disbursements to or for the benefit of members (attach schedule)					0.00
13 Compensation of officers, directors, and trustees (attach schedule)					0.00
14 Other salaries and wages.					0.00
15 Interest					0.00
16 Occupancy					0.00
17 Depreciation and depletion					0.00
18 Other expenses (attach schedule)					0.00
19 Total expenses (add lines 9 through 18)	0.00				0.00
20 Excess of revenue over expenses (line 8 minus line 19)	0.00				0.00

B. Balance Sheet (at the end of the period shown)

		Current Tax Year as of _____
Assets		
1 Cash		1
2 Accounts receivable, net		2
3 Inventories		3
4 Bonds and notes receivable (attach schedule)		4
5 Corporate stocks (attach schedule)		5
6 Mortgage loans (attach schedule)		6
7 Other investments (attach schedule)		7
8 Depreciable and depletable assets (attach schedule)		8
9 Land		9
10 Other assets (attach schedule)		10
11 Total assets		11 0.00
Liabilities		
12 Accounts payable		12
13 Contributions, gifts, grants, etc., payable		13
14 Mortgages and notes payable (attach schedule)		14
15 Other liabilities (attach schedule)		15
16 Total liabilities.		16 0.00
Fund Balances or Net Assets		
17 Total fund balances or net assets		17
18 Total liabilities and fund balances or net assets (add line 16 and line 17)		18 0.00

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ☐

Schedule B Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? ☐ Yes ☒ No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? ☐ Yes ☒ No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? ☐ Yes ☒ No

If "Yes," explain.

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

N/A

**User Fee for Exempt Organization
Determination Letter Request**

▶ **Attach this form to determination letter application.**
(Form 8718 is NOT a determination letter application.)

For IRS Use Only	OMB No. 1545-1798
	Control number
	Amount paid
	User fee screener

1 Name of organization

Advancing Wisconsin, Inc.

2 Employer Identification Number

80-0185628

Caution. Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

3 Type of request

Fee

- a ☐ Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years or
 - A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ▶ \$300
- Note. If you checked box 3a, you must complete the *Certification* below.

Certification

I certify that the annual gross receipts of

name of organization

have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶

Title ▶

- b ☒ Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years or
 - A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years ▶ \$750
- c ☐ Group exemption letters ▶ \$900

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2006-8, 2006-1 I.R.B. 245, or latest annual update.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the "United States Treasury" for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Generally, the user fee will be refunded only if the Internal Revenue Service declines to issue a determination.

Where To File

Send the determination letter application and Form 8718 to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want your organization to be recognized as tax-exempt by the IRS, you are required to give us this information. We need it to determine whether the organization meets the legal requirements for tax-exempt status.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating

to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of Form 8718 are covered in section 6104.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is 5 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Internal Revenue Service, Tax Products Coordinating Committee, SE:W:CAR:MP:T:T:SP, 1111 Constitution Ave. NW, IR-6406, Washington, DC 20224. Do not send this form to this address. Instead, see *Where To File* above.

Attach Check or Money Order Here

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JUL 14 '08

CINCINNATI
SERVICE CENTER

approximately thirty (30) employees. The Advancing Wisconsin executive director, with guidance from the board of directors, will oversee the work of staff, paid consultants and volunteers. Volunteers may provide support for Advancing Wisconsin's work in building coalitions with other advocacy organizations in their own grassroots lobbying and voter education efforts, or for specific activities such as door-to-door canvassing. To pay for its activities, Advancing Wisconsin will raise funds for its activities from individuals.

PART III.A. STATEMENT OF REVENUE AND EXPENSES

Revenue	2008	2009	2010	TOTAL
Individual Donations	3,000,000	600,000	3,000,000	6,600,000
Total Revenue	3,000,000	600,000	3,000,000	6,600,000
Expenses				
Salaries, wages	1,200,000	237,600	1,200,000	2,637,600
Non-salary related benefits (health insurance, workers comp, life insurance)	150,000	10,800	150,000	310,800
Overhead (lease, utilities, office supplies, phone, computer services)	119,000	12,500	119,000	250,500
Contractor payments	150,000	50,000	150,000	350,000
Public Communications	750,000	150,000	750,000	1,650,000
Website	1,000	1,000	1,000	3,000
Research Services	45,000	5,000	45,000	95,000
Legal & Accounting	50,000	10,000	50,000	60,000
Publishing	25,000	20,000	25,000	70,000
Grants	25,000	25,000	25,000	150,000
Fundraising (non-salary)	10,000	10,000	10,000	30,000
Miscellaneous administrative expenses, including Directors' travel and other expense reimbursement	20,000	10,000	20,000	50,000
Postage and Printing	250,000	75,000	250,000	575,000
Contingency	100,000	50,000	100,000	250,000
Total Expenses	2,895,000	666,900	2,895,000	6,456,900
Excess of Revenue Over Expenses	105,000	(66,900)	105,000	143,100

EXHIBIT A
CONFLICTS OF INTEREST POLICY
OF
ADVANCING WISCONSIN, INC.

Article I - Purpose

The purpose of the conflicts of interest policy is to protect the interests of Advancing Wisconsin, Inc. (the "Corporation") and any of its subsidiaries, if any, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable Wisconsin laws governing conflicts of interest for this nonstock corporation.

Article II - Definitions

1. Interested Person

Any director, officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any Advancing Wisconsin, Inc. entity, he or she is an interested person with respect to all Advancing Wisconsin, Inc. entities.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. a potential ownership or investment in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Article III - Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors or members of committee with board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the board and all committee with board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V - Compensation

1. A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. If any employee is a voting member of the board of directors, he/she is precluded from discussion and voting on matters pertaining to that member's compensation; provided, however, that no employee is prohibited from providing information to the board of directors regarding compensation.
3. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Article VI - Annual Statement

Each director, officer and member of a committee with board delegated powers shall annually sign a statement, substantially in the form attached as Attachment 1, which affirms that such person:

1. has received a copy of the conflicts of interest policy,
2. has read and understands the policy,
3. has agreed to comply with the policy, and
4. understands that the corporation is a tax-exempt organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII - Periodic Reviews

To ensure that the Corporation operates in a manner consistent with its tax-exempt purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted.

ATTACHMENT 1

**STATEMENT OF DIRECTOR, OFFICER OR MEMBER OF COMMITTEE
OF ADVANCING WISCONSIN, INC.
AS TO ANY CONFLICT OF INTEREST**

In accordance with the Conflicts of Interest Policy of Advancing Wisconsin, Inc., I hereby affirm that:

1. I have received a copy of the Conflicts of Interest Policy of Advancing Wisconsin, Inc. (the "Policy").
2. I have read and understand the Policy.
3. I agree to comply with the terms of the Policy.
4. I understand that Advancing Wisconsin, Inc. is a tax-exempt organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
5. To my present knowledge neither I nor any member of my immediate family is a director, trustee, officer, shareholder, partner, member, owner, employee or agent or any business or organization with which Advancing Wisconsin, Inc. or any of its subsidiaries has, or in the foreseeable future probably would have, a transaction, contract or other relationship that may give rise to a conflict of interest on my part or the part of a member of my immediate family, except as follows:

(If there is none, write "None" below. Otherwise, list each applicable business or organization and the office or relationship of you or any member of your immediate family.)

I agree to report to the President or Secretary of Advancing Wisconsin, Inc. any changes in my response above as changes in my circumstances occur.

Name

Date

**GODFREY
& KAHN, S.C.**
ATTORNEYS AT LAW

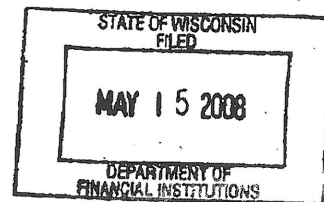
Direct: 608-284-2229
info@gkrlaw.com

ONE EAST MAIN STREET
POST OFFICE BOX 2719
MADISON, WI 53707-0219
TEL 608-257-3911
FAX 608-257-0609
www.gkrlaw.com

May 14, 2008

VIA FACSIMILE: 608-267-6813

Wisconsin Department of Financial Institutions
Attn: Expedited Department
345 West Washington Avenue, 3rd Floor
P.O. Box 7846
Madison, WI 53707-7846



RE: Articles of Incorporation - Advancing Wisconsin, Inc.

Dear Sir or Madam:

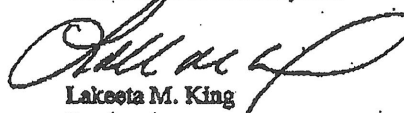
EFFECTIVE DATE: 5-14-2008

Attached for expedited filing are the Articles of Incorporation for Advancing Wisconsin, Inc. In addition, we have included a copy of the payment confirmation demonstrating our prepayment of the \$60 filing and expedited fees.

Please call me at (608) 284-2229 when a copy of the filed Articles of Incorporation are available for pick up. Thank you.

Very truly yours,

GODFREY & KAHN, S.C.


Lakeeta M. King
Paralegal

(2) Enclosures

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Advancing Wisconsin, Inc.
EIN: 80-0185628
Form 1024, Attachment 1

PART II. ACTIVITIES AND OPERATIONAL INFORMATION

Advancing Wisconsin, Inc. ("Advancing Wisconsin") is an independent educational organization engaged in educational and grassroots lobbying activities. Advancing Wisconsin will focus its mission, activities and expenditures on advancing its policy agenda in Wisconsin through voter mobilization and education, grassroots advocacy, and sponsorship and support of electorate initiatives.

Advancing Wisconsin intends to achieve its goals through three distinct and separate programs:

- *Voter Mobilization and Education.* Programming will include non-partisan education and assistance directed toward populations historically disenfranchised or disconnected from electoral activity, with historically low voter turn-out rates. All activities shall be conducted consistent with limitations placed under the Internal Revenue Code on nonpartisan voter registration/get-out-the-vote drives.
- *Grassroots Advocacy.* Programming will aim to introduce and lay groundwork for a public policy agenda through various forms of communication including: direct mail, phone calls, e-mail, and Advancing Wisconsin's website; Advancing Wisconsin's grassroots lobbying efforts and communications will address numerous issues including:
 - environmental protection and policy;
 - reproductive rights;
 - stimulating the economy in a sustainable and sensible way;
 - supporting public education;
 - improving health care policy and services for all citizens;
 - upholding basic civil rights; and
 - other social justice issues.
- *Direct Sponsorship of Electoral Initiatives.* As a qualified non-profit corporation that receives only individual contributions, Advancing Wisconsin will directly sponsor communications to the public in support of or against candidates running for election.

Advancing Wisconsin does not presently have paid staff, but will proceed with hiring a staff, including an executive director, who will conduct the operations of Advancing Wisconsin. The staff of Advancing Wisconsin will gradually grow in number to up to

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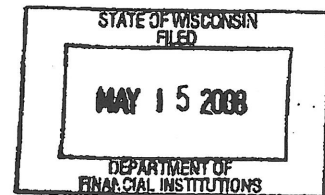
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WISCONSIN
DFI

**ARTICLES OF INCORPORATION
OF
ADVANCING WISCONSIN, INC.**



For the purpose of forming a corporation under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, the undersigned executes the following Articles of Incorporation.

**ARTICLE 1
NAME**

The name of the Corporation is Advancing Wisconsin, Inc., hereinafter referred to as the "Corporation."

**ARTICLE 2
EXISTENCE**

The Corporation is created as a nonstock Wisconsin corporation under Chapter 181 of the Wisconsin Statutes. The period of the Corporation's existence is perpetual.

**ARTICLE 3
PURPOSES**

3.1 The Corporation is created and shall be operated exclusively to advance a progressive public policy agenda through public education and grassroots lobbying, as well as through independent advocacy for and against specific candidates and referendum outcomes.

3.2 The Corporation is expressly prohibited from engaging in any activity that would be inconsistent with an organization defined in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the "Code").

**ARTICLE 4
POWERS**

The Corporation has all powers now or in the future given by law to nonstock corporations organized under the laws of Wisconsin; provided however, that such powers may be exercised only to further the purposes stated in Article 3 above, and further provided that no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 above.

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ARTICLE 5
MEMBERSHIP

The Corporation does not have members.

ARTICLE 6
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The method of electing directors of the Corporation shall be stated in the bylaws of the Corporation. The number of directors shall be fixed by the bylaws of the Corporation, but the number of directors shall not be fewer than three.

ARTICLE 7
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner and to such organization or organizations which are organized and operated exclusively for charitable, scientific and educational purposes as shall at the time qualify as exempt organization or organizations under section 501(c)(3) or section 501 (c)(4) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 8
PRINCIPAL OFFICE AND REGISTERED AGENT

8.1 The mailing address of the principal office of the Corporation is:

c/o Godfrey & Kahn, S.C.
P.O. Box 2719
Madison, WI 53701-2719

Attn: Mary Beth Collins

8.2 The name and address of the registered agent is:

Sara Rogers
4243 S. Austin St.
Milwaukee, WI 53207

**ARTICLE 9
AMENDMENT**

These articles may be amended in the manner authorized by law at the time of the amendment.

**ARTICLE 10
INCORPORATOR**

The name and address of the incorporator is:

G & K Wisconsin Services, LLC
c/o Godfrey & Kahn, S.C.
One East Main Street, Suite 500
Madison, WI 53703

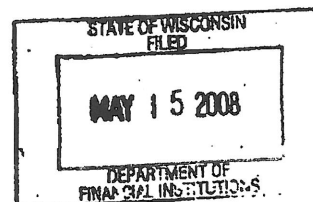
Executed this 14 day of May, 2008.

By: G&K WISCONSIN SERVICES, LLC
Mary Beth Collins
Mary Beth Collins, Assistant Secretary

This instrument was drafted by and after
recording is to be returned to:

Mary Beth Collins
P.O. Box 2719
Madison, WI 53701-2719

3053211_1



02/19/2009 16:11 FAX 608 257 0808

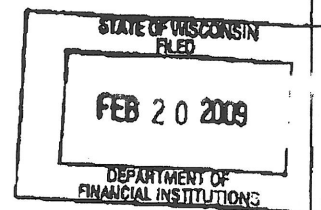
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Exhibit B

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WISCONSIN
DEPTAMENDMENT TO ARTICLES OF INCORPORATIONOFADVANCING WISCONSIN, INC.

Pursuant to the consent of the Board of Directors of Advancing Wisconsin, Inc. (the "Corporation"), a Wisconsin corporation duly organized under Chapter 181 of the Wisconsin Statutes, the following resolution was adopted on the 19th day of February, 2009, in accordance with §181.1002(2):

BE IT RESOLVED, that the Articles of Incorporation of the Corporation be, and they hereby are, amended by deleting Article 3 thereof and inserting in its place the following:

ARTICLE 3PURPOSES

3.1 The Corporation is created and shall be operated exclusively to advance a progressive public policy agenda through public education and grassroots lobbying, as well as through independent advocacy for and against specific candidates and referenda outcomes.

3.2 The Corporation is expressly prohibited from engaging in any activity that would be inconsistent with an organization defined in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue law (the "Code").

3.3 No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions for furtherance of the purposes set forth in the purposes clause hereof.

Exhibit B

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LG&K

004/005

Executed as of the 19 day of February, 2009.

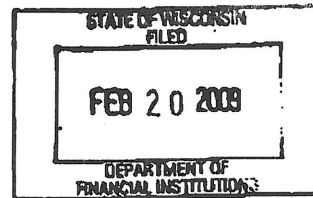
ADVANCING WISCONSIN, INC.

By: Sara J. Rogers
Sara Rogers, President

This instrument was drafted by:

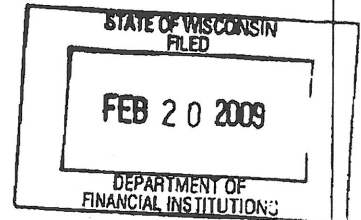
Mary Beth Collins
Godfrey & Kahn, S.C.
One East Main Street, Suite 500
Madison, WI 53703

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RECEIVED

FEB 19 2009

**WISCONSIN
DFI****AMENDMENT TO ARTICLES OF INCORPORATION****OF****ADVANCING WISCONSIN, INC.**

Pursuant to the consent of the Board of Directors of Advancing Wisconsin, Inc. (the "Corporation"), a Wisconsin corporation duly organized under Chapter 181 of the Wisconsin Statutes, the following resolution was adopted on the 19th day of February, 2009, in accordance with §181.1002(2):

BE IT RESOLVED, that the Articles of Incorporation of the Corporation be, and they hereby are, amended by deleting Article 3 thereof and inserting in its place the following:

ARTICLE 3**PURPOSES**

3.1 The Corporation is created and shall be operated exclusively to advance a progressive public policy agenda through public education and grassroots lobbying, as well as through independent advocacy for and against specific candidates and referenda outcomes.

3.2 The Corporation is expressly prohibited from engaging in any activity that would be inconsistent with an organization defined in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue law (the "Code").

3.3 No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions for furtherance of the purposes set forth in the purposes clause hereof.

Executed as of the 19 day of February, 2009.

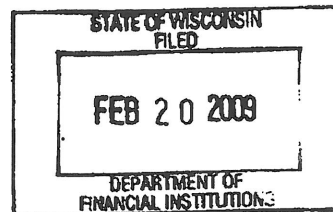
ADVANCING WISCONSIN, INC.

By: Sara J. Rogers
Sara Rogers, President

This instrument was drafted by:

Mary Beth Collins
Godfrey & Kahn, S.C.
One East Main Street, Suite 500
Madison, WI 53703

3550031_3



ADVANCING WISCONSIN, INC.

BYLAWS

ARTICLE 1

PURPOSE

ADVANCING WISCONSIN, INC. (the "Corporation") has been created and shall be operated exclusively to conduct voter mobilization and education initiatives in Wisconsin, grass roots advocacy on its public policy agenda, and direct support of candidates that support its public policy agenda in Wisconsin.

ARTICLE 2

BOARD OF DIRECTORS

2.1. General Powers. The management, control and operation of the affairs and properties of this Corporation are vested in the Board of Directors of the corporation (the "Board").

2.2. Composition of the Board. The Board shall consist of no fewer than three (3) and no more than seven (7) persons (the "Directors"). The exact number of Directors shall be set from time to time by resolution of the Board. Notwithstanding Article 9 of these Bylaws, the Board may increase its size by a majority-vote of all of the Directors. When vacancies among the Directors occur by reason of death, resignation, failure of qualification, removal, or otherwise, the number of Directors shall be reduced by such vacancies until qualified replacements are named by the Board.

2.3. Election of the Directors: The Directors shall be elected by the Board at its annual meeting. Qualifications for Directors and criteria for the selection process may be established from time to time by the Board. Each year, the Board shall elect the number of Directors necessary to maintain staggered terms pursuant to Section 2.4, and such additional persons as may be necessary to fill unexpired terms.

2.4. Term. Each Director shall serve a term of three (3) years and until such Director's successor is appointed and qualified. The Directors shall serve staggered terms such that no more than two-thirds (2/3) of the Director's terms shall expire in the same year. At its first meeting, the Directors shall determine by lot the length of each Director's initial term provided that the terms assigned to the initial three (3) directors shall be six (6), four (4) and three (3) years, respectively. Directors may serve more than one term on the Board and there is no limit on the number of terms.

2.5. Resignation and Removal. A resignation by a Director must be in writing and is effective when received by the Secretary. Any Director may be removed from the Board for any reason by a vote of two-thirds (2/3) of the other Directors.

2.6. Annual Meeting. The Annual Meeting of the Board shall be held in December of each year on such day and at such place and time as determined by the President of the Corporation. The purpose of the annual meeting is to elect Directors and officers, and for the transaction of such other business as may come before the meeting.

2.7. Regular and Special Meetings. Regular meetings of the Board shall be held at such times as the President may designate, at the office of the Corporation or such other place as the President may designate. Special meetings of the Board may be called by the President, or by two (2) or more Directors at such time and place as the President or Directors calling the meeting may specify and in accordance with the notice requirements of Section 2.13.

2.8. Quorum. A majority of the Board constitutes a quorum for the transaction of business at any meeting of the Board, provided that for those actions of the Board requiring more than a majority vote as provided in these Bylaws, the number of Directors required to take that action must be present at the meeting in order to have a quorum.

2.9. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present is the duly authorized act of the Board, except where otherwise provided by law or these Bylaws.

2.10. Informal Action. In accordance with Section 181.0821, Wis. Stats., any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to § 181.0821(1r) of the Wisconsin Statutes, "in writing" includes a communication that is transmitted or received by electronic means and "signed" includes an electronic signature, as defined in §181.0103 (10p) of the Wisconsin Statutes, as amended from time to time.

2.11. Compensation. Directors will not be paid compensation for their services as Directors provided that nothing in these Bylaws contained will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity or reimbursement of expenses related to undertaking the Corporation's business.

2.12. Meetings by Electronic Means of Communication. Members of the Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official

business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

2.13. Notice.

(a) Notice of meetings may be given by electronic mail ("e-mail"); provided, however, that Directors who cannot receive notices electronically shall receive notice via mail or personal delivery. Special meetings must be preceded by at least forty-eight (48) hours notice to each Director if notice is given by e-mail, or seventy-two (72) hours notice if notice is given by mail or private carrier. Notice need not be given of regular meetings of the Board, except a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days advance written notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier.

(b) Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Corporation Law of the State of Wisconsin or under the provisions of the Articles of Incorporation or the Bylaws, a waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened.

2.14. Director Conflict of Interest. The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

ARTICLE 3 OFFICERS

3.1. Officers.

(a) The officers of the Corporation are a President, a Vice President if such position is filled, a Secretary, and a Treasurer. The Board may elect such other officers as it deems desirable. An individual may fill more than one position, except that the President may not be the same person as the Secretary.

(b) Unless otherwise determined by the Board, the officers of the Corporation shall receive no salary or compensation for their services as an officer of the Corporation.

3.2. Election, Term of Office and Removal.

(a) At the Annual Meeting, the Board shall elect the officers of the Corporation for a term of one (1) year or until the Board again elects new officers, whichever occurs first.

(b) Any officer of the Corporation may be removed from office at any time for any reason by a two-thirds (2/3) vote of all of the Directors, provided that if the officer to be removed is then a Director, he or she shall not vote on his or her removal from office.

(c) A vacancy in any office because of death, resignation, removal or otherwise shall be filled by the Board for the unexpired portion of the term.

3.3. President.

(a) The President shall have general and active management of the affairs and property of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He/she shall preside at meetings of the Board. The President shall appoint a Director to preside over any meeting that he/she cannot attend.

(b) The President may sign, with the other proper officer or agent of the Corporation authorized by the Board, any deeds, bonds, contracts or other instruments that the Board has authorized to be executed, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

3.4. Vice President. If the Board elects a Vice President, he/she shall have such duties as determined from time to time by the Board. The Vice President shall discharge the duties of the President in the event of his or her absence or inability to act.

3.5. Secretary. The Secretary shall sign documents of the Corporation from time to time as required and shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and be custodian of the corporate records. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board.

3.6. Treasurer. The Treasurer shall be responsible for the custody of the assets of the Corporation, and shall advise the Board respecting the Corporation's financial condition and the handling of the Corporation's monies and investments and perform such additional duties as may be assigned to the Treasurer by the Board.

ARTICLE 4

EXECUTIVE DIRECTOR AND STAFF

The Corporation is authorized to employ an Executive Director and such other persons as it deems necessary. The Executive Director shall be hired by the Board and the duties, responsibilities, and compensation of the Executive Director shall be at the direction of the Board. The Executive Director shall oversee the hiring, firing and overall management of the Corporation's office staff. The Executive Director shall receive notice of and attend all meetings of the Board except during those parts of meetings when the subject is the Executive Director or any issue related to the Executive Director's employment. The Executive Director may participate in all discussions but shall have no vote.

ARTICLE 5 COMMITTEES OF THE BOARD

The Board may designate by resolution one or more standing committees of the Board. Each committee shall consist of three (3) or more Directors. Each committee will have and may exercise to the extent provided in said resolution, when the Board is not in session, the powers of the Board in the management of the Corporation's affairs, except action in respect to election of officers or the filling of vacancies in the committees. The Board may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority will not operate to relieve the Board, or any member thereof, of any responsibility imposed upon him or her by law. The Board by resolution may designate one or more advisory committees that do not have the powers of the Board to manage the affairs of the Corporation. Any such committee shall include at least one (1) Director and shall have the duties set forth in the resolution of the Board designating the committee.

ARTICLE 6 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

6.1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

6.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as is from time to time to be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by two of the officers of the Corporation.

6.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board designates.

6.4. Books and Accounts. The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

ARTICLE 7 INDEMNIFICATION

7.1. Definitions. All capitalized terms used in this section shall have the meaning given to them in Section 181.0871 of the Wisconsin Statutes.

7.2. Mandatory Indemnification. This Corporation shall indemnify a Director or Officer to the extent he or she has been successful on the merits or otherwise in the defense of a

Proceeding for all reasonable Expenses incurred in the Proceeding if the Director or Officer was a party because he or she is a Director or Officer of this Corporation.

7.3. Additional Indemnification.

(a) Directors and Officers. In cases not included under Section 7.2, this Corporation shall indemnify a Director or Officer against Liability incurred by the Director or Officer in a Proceeding to which the Director or Officer was a party because he or she is a Director or Officer of this Corporation, unless Liability was incurred because the Director or Officer breached or failed to perform a duty he or she owes to this Corporation and the breach or failure to perform constitutes any of the following:

(i) A willful failure to deal fairly with this Corporation in connection with a matter in which the Director or Officer has a material conflict of interest.

(ii) A violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

(iii) A transaction from which the Director or Officer derived an improper personal profit, or

(iv) Willful misconduct.

(b) Employees and Agents. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder.

7.4. Method of Determining Indemnification. The method for determining the rights of the Directors, Officers, employees or agents to indemnification and reimbursement under Chapter 181 of the Wisconsin Statutes, or the Bylaws of this Corporation shall be as follows:

(a) By a majority vote of a quorum of the Board consisting of Directors not at the time parties to the same or related Proceedings.

(b) If a quorum of disinterested Directors cannot be obtained, by independent legal counsel selected by a majority vote of the full Board, including Directors who are parties to the same or related Proceedings.

7.5. Expenses. Upon written request by a Director, Officer, employee or agent who is a party to a Proceeding, this Corporation, in its discretion, may pay or reimburse his or her reasonable Expenses as incurred if the Director or Officer provides this Corporation with all of the following:

(a) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to this Corporation.

(b) A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by this Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined that indemnification is not required.

7.6. Insurance. This Corporation may purchase an insurance policy to fund all or any portion of its indemnity obligations created under this Article 7.

7.7. Indemnification Provisions Constitute a Contract. The foregoing indemnification provisions of this Article constitute a contract between the Corporation and the respective Officers, Directors and other persons described above and for whose benefit indemnification is provided under this Article.

ARTICLE 8 FISCAL YEAR

The fiscal year of the Corporation is January 1st through December 31st. The terms of the Officers and Directors shall be the calendar year.

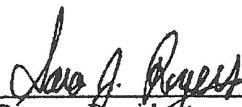
ARTICLE 9 AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of all of the Directors, provided that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

ARTICLE 10 DISSOLUTION

The Corporation shall be dissolved upon the affirmative vote of two-thirds (2/3) of all the Directors. Upon dissolution, the assets shall be distributed in accordance with the Corporation's Articles of Incorporation.

Adopted this 10 day of July, 2008.



Sara Rogers, President

**Internal Revenue Service
Director, Exempt Organizations**

**Department of the Treasury
9350 Flair Drive 2nd Floor
El Monte CA. 91731**

Date: January 21, 2009

Advancing Wisconsin, Inc.
P.O. Box 1465
Madison, WI. 53701-1465
C/O: Sara Rogers

Employer Identification Number:
80-0185628
Person to Contact - ID#: 95-06124
G. Holland
Contact Telephone Numbers:
Phone: (626) 312-3610 Ext.: 5039
FAX: (626) 312-2927
Response Due Date:
February 23, 2009

Dear Sir or Madam:

Before we can recognize your organization as being exempt from Federal income tax, we must have enough information to show that you have met all legal requirements. You did not include the information to make that determination on your Form 1024, Application for Recognition of Exemption under Section 501(c)(4) or for Determination under Section 1024.

To help us determine whether your organization is exempt from Federal income tax, please send us the requested information by the above date. We can then complete our review of your application.

If we do not hear from you within that time, we will assume you do not want us to consider the matter further and will close your case. As a result, the Internal Revenue Service will treat your organization as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new Form 1024.

If you have any questions, please contact the person whose name and telephone numbers are shown in the heading of this letter.

Sincerely yours,

G. Holland
Exempt Organizations Specialist

Enclosure

Letter 1313 (DO)

Name: Advancing Wisconsin, Inc.

EIN: 80-0185628

Note: Your response to this letter must be submitted over the signature of an authorized person or of an officer whose name is listed on page 3 of the application. If we do not receive your complete response by the due date, you have two additional weeks to send the complete response.

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

Additional Information Requested:

1. In order to meet the organizational test for exemption under section 501(c)(4), your organizational document, **Articles of Incorporation**, must be amended to include the following provisions:

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

PLEASE SUBMIT A COMPLETE COPY OF THIS AMENDMENT. SINCE YOU ARE INCORPORATED IN THE STATE OF Wisconsin THE COPY YOU SUBMIT TO US MUST SHOW THAT IT HAS BEEN PROPERLY FILED AND APPROVED BY YOUR APPROPRIATE STATE AGENCY. WE CANNOT ACCEPT A COPY STAMPED "RECEIVED".

2. The information submitted with your application does not contain sufficient information to fully describe your proposed activities. **Therefore, please provide a more narrative description of the activities of the organization---past, present, and planned.** List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. **Indicate the percentage of time for each activity.** Each description should include, as a minimum, the following:

(a) A detailed description of the activity including its purpose;

1. Describe in detail your voter mobilization and education program,
2. Describe in detail the grassroots advocacy program, what lobbying activities will the organization do?
3. What type of communications will the organization provide to the general public? Be specific in your answer.

Name: Advancing Wisconsin, Inc.
EIN: 80-0185628

- (b) When the activity was or will be initiated; and
 - (c) Where and by whom the activity will be conducted.
3. Please account for salaries and other compensation paid by your organization (**actual** and/or **proposed**). Indicate who determined the amount of compensation; indicate the basis used to determine the compensation amount.
See part iii A of the statement of revenue and expenses.
4. Please explain the following expenses give details:
- a. Compensation of officers: How was the amount determine and who made that determination? See line 13 page 5.
 - b. Other salaries: How were the amounts determine and who made that determination? See line 14 page 5.
 - c. Occupancy: To whom is the rent being paid? How were the amounts determine? Provide a copy of the lease. See line 16 page 5.
See part iii A of the statement of revenue and expenses.
5. With regards to your submitted financial data, please give a breakdown of your fund-raising expenses. (See line 9 page 5).
See part iii A of the statement of revenue and expenses.
6. List the activities you sponsored in the past year. Show which activities were open to members only and which were open to the general public. If there was an admission charge, show the amount.
7. What is the source of the other expenses reported on line 18 of page 5? List names and amount paid to each person or organization.
8. Please provide copies of all, if any, written leases, contracts, or agreements entered into by your organization. **See part iii A of the statement of revenue and expenses.**
9. Explain the contingency expenses reported on part iii A of the statement of revenue and expenses.

Your response to this letter must be submitted over the signature of an authorized person or of an officer whose name is listed on page 3 of the application.

PLEASE ATTACH A COPY OF THIS LETTER TO ALL CORRESPONDENCE.

**Internal Revenue Service
Director, Exempt Organizations**

**Department of the Treasury
9350 Flair Drive 2nd Floor
El Monte CA. 91731**

Date: January 21, 2009

Advancing Wisconsin, Inc.
One East Main Street Ste 500
P.O. Box 2719
Madison, WI. 53701-1465
C/O: Mike Wittenwyler

Employer Identification Number:

80-0185628

Person to Contact - ID#: 95-05000

G. Holland

Contact Telephone Numbers:

Phone: (626) 312-3610 Ext.: 5039

FAX: (626) 312-2927

Response Due Date:

February 23, 2009

Dear Sir or Madam:

Before we can recognize your organization as being exempt from Federal income tax, we must have enough information to show that you have met all legal requirements. You did not include the information to make that determination on your Form 1024, Application for Recognition of Exemption under Section 501(c)(4) or for Determination under Section 1024.

To help us determine whether your organization is exempt from Federal income tax, please send us the requested information by the above date. We can then complete our review of your application.

If we do not hear from you within that time, we will assume you do not want us to consider the matter further and will close your case. As a result, the Internal Revenue Service will treat your organization as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new Form 1024.

If you have any questions, please contact the person whose name and telephone numbers are shown in the heading of this letter.

Sincerely yours,

G. Holland
Exempt Organizations Specialist

Enclosure

Letter 1313 (DO)

Name: Advancing Wisconsin, Inc.

EIN: 80-0185628

Note: Your response to this letter must be submitted over the signature of an authorized person or of an officer whose name is listed on page 3 of the application. If we do not receive your complete response by the due date, you have two additional weeks to send the complete response.

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.

Additional Information Requested:

1. In order to meet the organizational test for exemption under section 501(c)(4), your organizational document, **Articles of Incorporation**, must be amended to include the following provisions:

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

PLEASE SUBMIT A COMPLETE COPY OF THIS AMENDMENT. SINCE YOU ARE INCORPORATED IN THE STATE OF Wisconsin THE COPY YOU SUBMIT TO US MUST SHOW THAT IT HAS BEEN PROPERLY FILED AND APPROVED BY YOUR APPROPRIATE STATE AGENCY. WE CANNOT ACCEPT A COPY STAMPED "RECEIVED".

2. The information submitted with your application does not contain sufficient information to fully describe your proposed activities. **Therefore, please provide a more narrative description of the activities of the organization---past, present, and planned.**

List each activity separately in the order of importance based on the relative time and other resources devoted to the activity.

Indicate the percentage of time for each activity.

Each description should include, as a minimum, the following:

(a) A detailed description of the activity including its purpose;

1. Describe in detail your voter mobilization and education program,
2. Describe in detail the grassroots advocacy program, what lobbying activities will the organization do?
3. What type of communications will the organization provide to the general public? Be specific in your answer.

Name: Advancing Wisconsin, Inc.

EIN: 80-0185628

(b) When the activity was or will be initiated; and

(c) Where and by whom the activity will be conducted.

3. Please account for salaries and other compensation paid by your organization (**actual** and/or **proposed**). Indicate who determined the amount of compensation; indicate the basis used to determine the compensation amount.

See part iii A of the statement of revenue and expenses.

4. Please explain the following expenses give details:

a. Compensation of officers: How was the amount determine and who made that determination? See line 13 page 5.

b. Other salaries: How were the amounts determine and who made that determination? See line 14 page 5.

c. Occupancy: To whom is the rent being paid? How were the amounts determine? Provide a copy of the lease. See line 16 page 5.

See part iii A of the statement of revenue and expenses.

5. With regards to your submitted financial data, please give a breakdown of your fund-raising expenses. (See line 9 page 5).

See part iii A of the statement of revenue and expenses.

6. List the activities you sponsored in the past year. Show which activities were open to members only and which were open to the general public. If there was an admission charge, show the amount.

7. What is the source of the other expenses reported on line 18 of page 5? List names and amount paid to each person or organization.

8. Please provide copies of all, if any, written leases, contracts, or agreements entered into by your organization. **See part iii A of the statement of revenue and expenses.**

9. Explain the contingency expenses reported on part iii A of the statement of revenue and expenses.

Your response to this letter must be submitted over the signature of an authorized person or of an officer whose name is listed on page 3 of the application.

PLEASE ATTACH A COPY OF THIS LETTER TO ALL CORRESPONDENCE.

RESPONSES

1. The Articles of Incorporation must be amended to include the following provisions:

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause thereof.

Please see attached Exhibit B, Amendment to Advancing Wisconsin's Articles of Incorporation, filed with the Department of Financial Institutions on February 20, 2009.

2. Provide a more narrative description of the activities of the organization – past, present, and planned. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following:

(a) detail of the activity including its purpose;

- 1. Describe in detail your voter mobilization and education program;**
- 2. Describe in detail the grassroots advocacy program; what lobbying activities will organization do?**
- 3. What type of communications will the organization provide to the general public? Be specific in your answer.**

(b) when activity was or will be initiated; and

(c) where and by whom the activity will be conducted.

Advancing Wisconsin was established in May of 2008 and became operational quickly thereafter. The activities the organization conducted in 2008 include:

- **Grassroots Advocacy/Lobbying Activities.**

In anticipation of the 2009-10 legislative session, Advancing Wisconsin spent much of its time communicating with the general public on its education and advocacy messages. Approximately 70% of the organization's time was devoted to grassroots advocacy/lobbying in 2008. Approximately 90% of the organization's time will be devoted to these activities during the 2009-10 legislative session.

a. Activity and purpose. Advancing Wisconsin conducted grassroots advocacy in eleven (11) Wisconsin communities between June and September of 2008. Advancing Wisconsin contacted residents door-to-door in those communities to educate and inquire as to their views on certain public policy matters, including the Wisconsin economy, gas prices, and health care costs. In addition to an initial advocacy message, Advancing Wisconsin collected data from that effort for future use for grassroots lobbying in 2009-2010. Advancing Wisconsin conducts no direct lobbying.

b. When initiated. Advancing Wisconsin staff initiated these activities, by planning its grassroots advocacy/lobbying approach and infrastructure, in May 2008. Actual work in the field began in June of 2008.

c. Where and by whom conducted. Advancing Wisconsin established several locations, where staff met and organized efforts in the field, in the following Wisconsin communities: Milwaukee, Madison, Green Bay, Appleton, La Crosse, Eau Claire, Wausau, Steven's Point, Janesville, Beloit, and Racine. From these locations, Advancing Wisconsin staff reached beyond communities to the surrounding areas to conduct grassroots lobbying by visiting households in approximately fifty (50) Wisconsin counties. At the doors of those households visited, Advancing Wisconsin communicated with individual residents on such public policy matters as the Wisconsin economy, gas prices, and health care costs. Advancing Wisconsin senior staff oversaw the efforts.

Advancing Wisconsin is presently in the planning stages for its next phase of outreach and grassroots advocacy activity. Advancing Wisconsin will leverage its experiences from 2008 to structure grassroots advocacy efforts during the current legislative session around issues of particular concern to state residents. For example, Advancing Wisconsin plans to run a significant constituent contact program around the State of Wisconsin budget that was introduced last week as well as other state-based public policy issues identified as important to Wisconsin residents. Such efforts will include canvassing, phone calls, postcard mailings, and other communications that highlight the work of public officials and encourage residents to be aware of and learn more about policy decisions affecting Wisconsin. Advancing Wisconsin will not conduct direct lobbying in 2009.

- **Voter Mobilization and Education.**

Approximately 5% of the organization's time was devoted to these activities in 2008. Approximately 8% of the organization's time will be devoted to these activities in 2009.

a. Activity and purpose. In 2008 Advancing Wisconsin worked with the Service Employees International Union Wisconsin State Council ("WI-SEIU") to conduct a general voter registration effort in Milwaukee; collaborated with Voces de la Vondera on a get-out-the-vote effort in Milwaukee and Racine, Wisconsin; and conducted a get-out-the-vote program in Milwaukee. All of these activities were conducted in a nonpartisan manner and without regard to a prospective voter's political preference.

In August and September of 2008, Advancing Wisconsin staff worked with WI-SEIU to conduct a voter registration drive in Milwaukee, visiting residents and registering voters in their own communities, neighborhoods, and door-to-door. Advancing Wisconsin, through deputized staff, educated potential voters on their right to vote, offered to register eligible residents to vote if they were not already registered, and completed registration materials and processes, as applicable.

In September and October of 2008, Advancing Wisconsin also worked with Voces de la Vondera, a Latino and immigrants' organization in southwestern Wisconsin, to reach Latino voters in wards with a high Latino population. Advancing Wisconsin staff worked with Voces de la Vondera volunteers to organize and conduct bilingual outreach and canvassing of bilingual materials in those wards. Voters were given information on issues in the upcoming election and information on voting rights, registration, and polling locations.

b. When initiated. Advancing Wisconsin staff initiated this initiative, by planning its pre-election work to mobilize voters, in May of 2008. Actual work in the field began in August of 2008.

c. Where and by whom conducted. This effort was conducted in Milwaukee and Racine by Advancing Wisconsin staff and independent contractors engaged by Advancing Wisconsin, along with partnering organizations as referenced above. Advancing Wisconsin senior staff oversaw the efforts.

At the doors of these residents, Advancing Wisconsin representatives provided information on the importance of voting, voter registration, polling places, and voting processes.

In the future, Advancing Wisconsin plans to conduct more voter education and mobilization programs, including voter registration specifically targeted at students, women, and minority voters. In conjunction with future voter mobilization efforts, Advancing Wisconsin may also conduct programs focused on election reform, to address such issues as voter registration, absentee ballot use, and early voting laws.

- **Independent Expenditure Programming.**

Approximately 25% of the organization's time was devoted to these activities in 2008. Approximately 2% of the organization's time will be devoted to these activities in 2009.

- a. **Activity and purpose.**

Beginning in mid-September 2008, Advancing Wisconsin conducted an independent expenditure program. The purpose of this initiative was to independently advocate for federal and state candidates.

This programming included phone calling, direct mailings, and door-to-door efforts with independent expenditure messages. All expenses of the federally-based independent expenditure programming were reported to the Federal Election Commission. Beginning in late October of 2008, Advancing Wisconsin also conducted independent expenditure programs related to state legislative races in Wisconsin, with similar methods and messaging as was used by Advancing Wisconsin regarding the federal election. All expenses of this state-based independent expenditure programming were reported to the Wisconsin Government Accountability Board.

- b. **When initiated.** Advancing Wisconsin staff initiated this initiative, by planning independent expenditure activities, in May of 2008.

- c. **Where and by whom conducted.** For this initiative, Advancing Wisconsin used locations in the following Wisconsin communities: Milwaukee, Madison, Green Bay, Appleton, La Crosse, Eau Claire, Wausau, Steven's Point, Janesville, Beloit, and Racine. From those locations, Advancing Wisconsin staff and independent contractors reached beyond these communities to the surrounding areas to conduct independent expenditures in approximately fifty (50) Wisconsin counties. Advancing Wisconsin senior staff oversaw the efforts.

Advancing Wisconsin's independent expenditure communications, as described above, included phone calls, door-to-door personal contact with residents, and print materials distributed by hand and by direct mail. Print materials created for independent expenditure communications advocated for and against candidates for state and federal elected office.

Advancing Wisconsin plans to conduct minimal independent expenditure programs in 2009. It intends to continue using the same methods as it used in 2008.

3. Please account for salaries and other compensation paid by your organization (actual and/or proposed). Indicate who determined the amount of compensation; indicate the basis used to determine the compensation amount.

All salaries and other compensation paid by Advancing Wisconsin were based on current rates paid for similar positions in similar types of organizations. Senior staff salaries were proposed by the Executive Director, based on current rates paid for similar positions in similar types of organizations, and approved by the Advancing Wisconsin Board of Directors.

Salaries and compensation in 2008 were as follow:

- Team members who conducted door-to-door communications were paid between \$10 and \$12 per hour, depending upon geography and experience. Because of increased demand for additional assistance prior to the election, Advancing Wisconsin provided increased compensation during that time period. Those amounts paid were:
 - Door-to-door team members were paid \$80 per day during the weekend before the election, and \$100 per day on election day, with the opportunity to earn a \$40 bonus if all three days prior to election day, and election day, were worked.
 - Drivers were paid \$100 per day during the weekend before the election, and \$125 on election day, with the opportunity to earn a \$50 bonus if all three days prior to election day, and election day, were worked.
- Team Leaders/Outreach Managers were paid \$2000 per month.
- Regional and Deputy Regional Management Staff were paid between \$2500 and \$4000 per month, depending on geography and experience.
- Administrative Staff were paid between \$2000 and \$3500/month.
- Senior Staff were paid between \$4200 and \$5775/month.
- Data and Technology Consultants were paid between \$3500 and \$4000/month.
- Election Day Coordination and Logistics Assistants were paid between \$500 and \$1200/month.

4. Explain the following expenses:

(a) compensation of officers (how was the amount determined and who made that determination? See line 13, page 5).

Officers of the Corporation were not paid compensation.

(b) other salaries (how was the amount determined and who made that determination? See line 14, page 5).

All salaries and compensation are set forth in Advancing Wisconsin's response to number 3 above, and were determined as set forth in number 3 above.

(c) occupancy (how was the amount determined and who made that determination? See line 16, page 5).

Advancing Wisconsin included values for "overhead" in the budget it proposed in Attachment 1 to its Form 1024 Application for Tax-Exemption to the IRS. Those values were originally estimated based upon activities proposed and need anticipated during the organization's planning phase. As Advancing Wisconsin proceeded with its agenda in the fall of 2008, Senior Staff made additional determinations of overhead needs and expenditures, and adjusted accordingly. The Board of Directors of Advancing Wisconsin had the opportunity to review these adjustments to the budget.

5. With regard to your submitted financial data, please give a breakdown of your fundraising expenses (See line 9, page 5).

Advancing Wisconsin's fundraising expenses in 2008 were limited to staff time and travel expenses incurred by Advancing Wisconsin representatives when visiting with potential donors. Advancing Wisconsin incurred less than \$5,000 in 2008 for reimbursement of expenses related to fundraising activities. One Advancing Wisconsin senior staff member devoted approximately 70% of her time in 2008 to fundraising. Two Advancing Wisconsin senior staff members devoted approximately 20% of their time each in 2008 to fundraising. In the future, Advancing Wisconsin intends to engage independent contractors to plan and conduct fundraising for the organization, and to have one full-time staff person devoted to fundraising activities.

6. List the activities you sponsored in the past year. Show which activities were open to members only and which were open to the general public. If there was an admission charge, show the amount.

All activities sponsored by Advancing Wisconsin are described in Advancing Wisconsin's response to number 2 above. Advancing Wisconsin has never sponsored any public event. Advancing Wisconsin has no members.

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7. What is the source of the other expenses reported on line 18 of page 5? List names and amount paid to each person or organization.

Advancing Wisconsin included values for "miscellaneous administrative expenses" in the budget it proposed in Attachment 1 to its Form 1024 Application for Tax Exemption to the IRS. In 2008, Advancing Wisconsin's miscellaneous administrative expenses were made up of fuel and food reimbursements, and site and staging costs for its various outreach activities.

8. Please provide copies of all, if any, written leases, contracts, or agreements entered into by your organization.


Please see attached Exhibit C, which is a table of contents listing all such leases, contracts, and agreements entered into by Advancing Wisconsin. See also Exhibit C-1 through Exhibit C-32, which are the actual leases and agreements listed in Exhibit C.

9. Explain the contingency expenses reported on part iii A of the statement of revenue and expenses.

Due to sufficient funding for all of Advancing Wisconsin's planned activities in 2008, it did not spend, and carried forward, its full contingency fund of \$250,000 in 2008.

Thank you for your assistance, and please let us know if have further questions or need additional information.

GODFREY & KAHN, S.C.


Mike B. Wittenwyler
Mary Beth Collins

MBC:vmj
Enclosures
cc w/encl.: Meagan Mahaffey
Sara Rogers

CERTIFICATION OF OFFICER

Under penalties of perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct, and complete.



Sara Rogers, President

Date: 2/24/09

EXHIBIT C

CONTRACTS AND AGREEMENTS OF ADVANCING WISCONSIN, INC.

No.	Description	Contracting Party(ies)	Effective Date
	Property		
C-1	Sublease Agreement for office space at 210 North Bassett Street, Suite 110, Madison	America Votes	March 1, 2009
C-2	Eight-day Rental Agreement for use of premises	Badger Management	October 29, 2008
C-3	Application for 3-day rental of premises for orientation and training	Chippewa Valley Technical College	October 27, 2008
C-4	Lease Agreement for use of premises at 1148 Main Street, Green Bay	Juza Investments, LLC	October 17, 2008
C-5	Rental Agreement for room rental for 3-day seminar in October 2008	Irish Cultural and Heritage Center of Wisconsin	October 15, 2008
C-6	Rental Agreement for 2719 North 55 th , Milwaukee	Henrietta Rogers	October 11, 2008
C-7	Contract for use of GBEA facilities and utilities (internet services to be discontinued effective 10/13/08)	Green Bay Education Association (GBEA)	October 3, 2008
C-8	Parking Agreement for parking spot at 210 N. Bassett and 202 N. Bassett, Madison	Boardwalk Investments, LLC and Susan Weaver	September 18, 2008
C-9	Parking Agreement for parking spot at 210 N. Bassett and 202 N. Bassett, Madison	Boardwalk Investments, LLC and Katie Belanger	September 18, 2008
C-10	Rental Agreement for use of premises at 4105 Stewart Avenue #10, Wausau	Wayne H. Swanson and Jason Strangstalien	September 10, 2008
C-11	Lease for use of premises at 210 N. Bassett Street, Suite 110, Madison	Cliff Fisher	August 11, 2008
C-12	Commercial Lease use of premises at 309 South 2 nd Avenue, Wausau	Emmerich & Associates, Inc.	August 8, 2008
C-13	Commercial Lease for use of premises at 515 S. Barstow, Suite 110, Eau Claire	Investment Realtors, LLC	July 28, 2008

EXHIBIT C

C-14	Lease for use of premises at 1270 Main Street, Suite 251, Green Bay	Moski Corporation	July 16, 2008
C-15	Lease Agreement for use of space at 706-7 10 S. Fifth Street, Milwaukee	South Fifth Properties LLC	June 19, 2008
C-16	Indenture for use of premises at Scenic Center, La Crosse	Masrud McGuire L.L.C. of La Crosse	June 17, 2008
C-17	Sublease Agreement office space at 210 North Bassett Street, Suite 110, Madison	America Votes	June 9, 2008
	Equipment and Services		
C-18	Service Request Detail for business communications service	Verizon	October 10, 2008
C-19	Services Request Detail for business communications service	Verizon	October 9, 2008
C-20	Data Access Agreement to initiate new account to access DMV records electronically	Department of Motor Vehicles	October 5, 2008
C-21	Agreement for access to hardware and software	Heartland Business Systems	September 22, 2008
C-22	Service Agreement for cable service	Time Warner Cable	August 18, 2008
C-23	Credit Application for fuel card	BP Business Solutions	August 18, 2008
C-24	Commercial Service Agreement – Non-Hazardous Waste for Waste removal service for office at 708 S. 5 th Street, Milwaukee	Waste Management	August 16, 2008
C-25	Service Request Detail for business communications service	Verizon	August 15, 2008
C-26	Service Request Detail for business communications service	Verizon	August 14, 2008
C-27	Equipment Rental for copier, supplies and service	Central Office Systems	July 14, 2008
C-28	Order for subscription to NGP Campaign Office Online	NGP Software, Inc.	June 11, 2008
	Contracted Services		
C-29	Memorandum of Agreement to conduct health care referendum and persuasion canvass	Citizen Action of Wisconsin	October 20, 2008
C-30	Agreement for payroll services	The Payroll Company	July 21, 2008
C-31	Agreement for personnel staffing	SEIU 1199 UHE	July 14, 2008
C-32	Agreement for personnel staffing	SEIU Wisconsin State Council	July 14, 2008

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